

EXHIBIT TE 81

From: Jomag28G <jomag28@gmail.com>
Sent: Thursday, September 26, 2013 6:10 AM
To: Guy Koren
Cc: Marvs Bermejo; lyndahbpci; Amir Jacoby; Pia Dyquiangco, ESQ; Jose Montinola
Subject: Re: Training

I will be arriving in the USA on Oct 15 and will be there until 20th.

On Sep 26, 2013, at 6:33 AM, Guy Koren <guy@potatocornerusa.com> wrote:

Joe, and thank you for the kind words, I think my passion comes from 18 years of being a fan of Potato Corner, it reminds me of my time in the Philippines and eating it on a weekly basis. I think we got a long from day one because we are very much alike you and me.

Salamat,

Guy

On Wed, Sep 25, 2013 at 3:27 PM, Guy Koren <guy@potatocornerusa.com> wrote:

Dear Joe,

Thanks for your note regarding your position on mid East training in the Philippines.

As a matter of practicality, may I suggest that timing and approach toward U.S. training in the Philippines (along with the mid East) be tabled until your arrival here in Los Angeles. You will soon be with us, and we believe a face-to-face conversation regarding the issue would be most helpful.

We would love to learn more about how the business operates in the Philippines on a detail level and are always open to this.

So we can gain better insight, can you please bring along with you (or send in advance) all of the up-to-date and current training manuals, training videos, operational guides, chain procedure and policy information in written or video form? This will allow us to determine how we can fill holes in own procedures. We've never had any of this even since our inception here in the U.S., so those items would be most beneficial.

We're glad that you will soon be with us again, and we look forward to working out all in person.

We remain very passionate about the Potato Corner Brand as well and rest assured it will never be put at risk.

Salamat,

Guy

P.S - when are you scheduled to arrive and are you arriving alone?

On Tue, Sep 24, 2013 at 6:08 PM, Jomag28G <jomag28@gmail.com> wrote:
Hi Guy,

Also in our conversation I said that they will have to train in the Philippines. One thing we did wrong from the onset of the start of our USA operations was not for you to come to the Philippines to train. We allowed this only because you had problems with you USA immigration status and financial difficulties. We liked you so much that we allowed this because we felt that you were easy to talk to and you showed passion for the brand. But for other like Koroush, I do not see the same passion me and my partners saw in you and I do not think we will ever see someone like you. You are one of a kind.

I am and have been the keeper of the Potato Corner brand for the last 21 years and I take this role seriously and very personal like the brand was my child. Please understand, if you were in my shoes, that I am willing to terminate a business and I have done so many times because I did not see a partner or franchisee follow or take care of the brand. We have never claimed that we are as professionals and good as the Mc Donald's or the Burger Kings and we have plenty to learn about international operations, but we are learning fast and we know how important to any Franchisor is brand integrity.

There are techniques both soft and hard that were you were never exposed to you and the USA team because none of the members of the USA team never trained in the Philippines.

It is not right to say that Koroush made it clear that he wanted training in the USA, this is not his choice, this is our choice. As keeper of the brand, it is my demand that all Master Franchisees and future master franchisees should be also trained in the Philippines, were that brand originated and where some skills and learnings can only be taught here.

In our talks with Koroush we told us that he also likes the Philippine kiosk business model because in some of his territories it will be this store model that he will want to use.

They will have a better perspective and caring for the brand the way we took care of it for the last 21 years if they train in the Philippines.

Training in the Philippines is not negotiable. I will only allow no training in the Philippines and allow only USA training by the USA team after the USA team trains in the Philippines and is certified to train for international.

I am happy they also trained in the USA and happy that Jim took the lead in training them.

I am not saying that they need to train in the Philippines so that they will have to follow exactly the Philippines models and design. What I am after is teaching them 21 years of wisdom, 21 years of development, appreciation why we do what we do for the brand and understand why we have been in operations for the last 21 years and still have a double digit like to like store growth year on year aside from a double digit growth company overall growth.

You never had this training because not only did you have problems leaving the USA but our team couldn't get US Visas before. It was only Mina who was able to get a Visa that time and she was not a certified operations Trainer.

I am looking forward to when you can visit and train in the Philippines. As the USA President/managing partner it is important to me that you do to appreciate some of the things I require or ask of you.

Immersion on operations in the origin of a brand is important to me. I can foresee future issues on brand integrity if this is not done.

There are also other equipment that is used in the Philippines that Koroush's operations can use and using these equipment can have significant impact of starting capital, food cost and lease expenses. There are many territories in the Middle East that can mimic our operations model. In places like Egypt and Oman for example, a \$12k store is possible and we can show the how and why and we are the experts on this models.

Training in the Philippines is beneficial to you because you are going to handle the Middle East franchise and beneficial to the Middle East team because they will see the entire PC perspective.

So Guy, if you cannot come here and immerse yourself in our operations and brand. Please send Amir and your head of training at the very least as soon possible.

Best always,

Joe

On Sep 25, 2013, at 7:52 AM, Guy Koren <guy@potatocornerusa.com> wrote:

Joe,

Per our agreement and numerous conversations including the one we had at our office when you last visited we have agreed from the beginning that the middle-east group will be building stores, not carts and will be following the US operations.

Further more we specifically discussed the conditions in which Al-Humaizi is willing to do the deal, in which part of it was that the training will be done in the US where Jim and Koroush can overlook the process as well as it being based on The US operations.

You all have agreed to this in our conversations when we shared the term sheet and in our phone discussions when Amir and I conferenced you to discuss terms. Koroush made clear that he wanted training done in the US.

This was made clear and approved by you and only when Ali had some Visa delays it was considered to change plans and have them go to Philippines in which after the Group decided its worth waiting a little so the training will take place in the US under Jim's and Koroush supervision. Since then there had been insisting requests from you and Lyndah that they will still come to the

philippines against Al-Humaizi's desire and agreement between us. They are unhappy with this insistence since they have already been trained here according to the agreement and are under pressure to identify locations and open according to the development schedule.

Further more, the stores they are opening first will be similar to the US stores with their menu and operations and equipment. They have agreed to train later in the Philippines once they pursue carts type stores that fall along with Philippines operations and business model which of course is beneficial for the group.

They are following the agreement we all made and it is counter productive to insist on something other to what was agreed upon and damage the relationship just to have them train in the Philippines which will confuse operations guideline and has no purpose from what we are seeing.

If I'm missing the purpose of why it is so important to Cinco that they will train again in the philippines against the initial agreement then please elaborate and we will be happy to bring it up with them and work something out. As for now they are concentrating on site selection.

Looking forward to your input.

Guy

Guy Koren
Potato Corner President
310-593-1581

On Sep 24, 2013 4:06 PM, "Jose Magsaysay Jr" <jomag28@gmail.com> wrote:
Hi Guy, Amir,

May I ask why hasn't the Middle East Team gone to train yet in the Philippines when they are already looking for sites?

Please give them a deadline that they will train in the Philippines not later than November 30, 2013 or 30 days before they open the first store, whichever comes first.

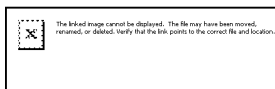
It is important that I will be in the Philippines when they arrive.

Who will be going to the pre-opening and opening of the first outlet of the Middle East to train and assist?

Best always,

Joe

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**Guy Koren**

President / Managing Partner

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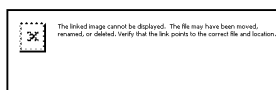
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